

EXHIBIT 4

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re:

SUNTERRA CORPORATION, et al., * Case Nos. 00-5-6931-JS through
Debtors. * 00-5-6967-JS, 00-5-8313-JS, and
* 00-6-3718-JS
* (Chapter 11)
* (Jointly Administered
* under Case No. 00-5-6931-JS)

* * * * *

**NOTICE OF MOTION TO ESTABLISH CURE AMOUNTS FOR CERTAIN
EXECUTORY CONTRACTS AND UNEXPIRED LEASES ASSUMED PURSUANT TO
THE THIRD AMENDED AND RESTATED JOINT PLAN OF REORGANIZATION OF
SUNTERRA CORPORATION AND AFFILIATED DEBTORS, AS AMENDED**

PLEASE TAKE NOTICE that on August 28, 2002, Sunterra Corporation, *et al.*, debtors (collectively, the "Debtors" or "Sunterra"), filed a Motion to Establish Cure Amounts for Certain Executory Contracts and Unexpired Leases Assumed Pursuant to the Confirmed Third Amended and Restated Joint Plan of Reorganization of Sunterra Corporation and Affiliated Debtors, As Amended (the "Motion"). As set forth in the Motion, the Debtors intend to assume certain executory contracts and unexpired leases pursuant to Sunterra's Third Amended and Restated Joint Plan of Reorganization of Sunterra Corporation and Affiliated Debtors, As Amended (the "Plan").

PLEASE TAKE FURTHER NOTICE that you have been identified as a party to one or more of the contracts or leases that may be assumed pursuant to the Plan (the "Assumed Obligations"). Attached as Exhibit 1 to the Motion is a list of all such contracts or leases that are currently proposed to be assumed by the Debtors. Exhibit 1 to the Motion further sets forth any amounts, defaults, conditions or pecuniary losses the Debtors believe must be cured or satisfied under any of the Assumed Obligations as of July 29, 2002, the date that the Debtors emerged from bankruptcy protection, in order for such contract to be assumed (a "Cure Obligation").

PLEASE TAKE FURTHER NOTICE THAT ANY PARTY SEEKING TO ASSERT THAT ANY CURE OBLIGATION IS INCORRECT MUST FILE AN OBJECTION ("CURE OBJECTION") SETTING FORTH WITH SPECIFICITY ANY AND ALL CURE OBLIGATIONS WHICH SUCH PARTY ASSERTS MUST BE CURED OR SATISFIED WITH RESPECT TO SUCH ASSUMED OBLIGATION, AND THE BASIS THEREFOR. THE CURE OBJECTION MUST BE FILED WITH THE BANKRUPTCY COURT NOT LATER THAN SEPTEMBER 12, 2002 (THE "CURE OBJECTION DEADLINE").

PLEASE TAKE FURTHER NOTICE that unless a Cure Objection is filed and served by a party to an Assumed Obligation by the Cure Objection Deadline and any previously established deadline relating to claims arising from assumption of executory contracts and unexpired leases, such party shall be deemed to have waived and released any such Cure Obligation and shall be forever barred and estopped from asserting or claiming against the Debtors or any assignee of the relevant Assumed Obligation that any additional amounts are owed or any defaults exist under such Assumed Obligation for the period prior to July 29, 2002.

PLEASE TAKE FURTHER NOTICE that the Debtors intend to satisfy any obligations incurred after July 29, 2002, in the ordinary course of business.

PLEASE TAKE FURTHER NOTICE that Cure Objections MUST set forth the cure amount the objector asserts is due, the specific types and dates of the alleged defaults, pecuniary losses and other conditions to assignment, and the support therefor.

PLEASE TAKE FURTHER NOTICE that hearings with respect to Cure Objections may be held at such date as the Bankruptcy Court may designate.

PLEASE TAKE FURTHER NOTICE THAT THE CURE OBJECTIONS MUST BE FILED WITH THE CLERK, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF MARYLAND, U.S. COURTHOUSE, 101 WEST LOMBARD STREET, BALTIMORE, MARYLAND 21201, AND SIMULTANEOUSLY SERVED ON THE UNDERSIGNED BY SEPTEMBER 12, 2002.

If there is no dispute as to your Cure Obligation, you will be paid pursuant to the Plan. If you dispute your Cure Obligation, the Debtors reserve the right to reject your agreement without further order of the Bankruptcy Court at any time that is no later than five business days after the date that the Bankruptcy Court enters an order resolving the disputed Cure Obligation.

You may contact the undersigned with any inquiries.

Dated: August 28, 2002.

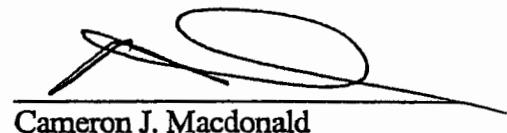


Stephen F. Fruin, Bar No. 08456
Cameron J. Macdonald, Bar No. 25362
WHITEFORD, TAYLOR & PRESTON L.L.P.
Seven Saint Paul Street, Suite 1400
Baltimore, Maryland 21202
(410) 347-8700

Co-Counsel for the Debtors,
Sunterra Corporation *et al.*

CERTIFICATE OF SERVICE

I certify that on this 28th day of August, 2002, a copy of the foregoing Notice was sent by U.S. mail, first class postage prepaid to all parties on the attached Service List. The pleadings as served upon the parties excluded a copy of the attached Service List in order to expedite copying and transmittal. Any party desiring a copy of the pleadings with the Service List attached may contact the undersigned counsel or may review the original documents at the Clerks' Office.



Cameron J. Macdonald

1443327

Advanta Business Services, Corp.
Attn: Marguerite K. Hall, Bnyc. Mgr.
Voorhees, NJ 08043

Alarmco Agreement
2007 Las Vegas Boulevard South,
Las Vegas, NV 89104
Agreement
139 Sauve Street
Montreal, Quebec H3L 1Y4
CANADA

Bellsouth Mobility
5201 Congress Avenue
Boca Raton, FL 33487

Bellsouth Telecommunication, Inc.
500 N. Orange Ave.
Orlando, FL 32801

Bent Creek Golf Course
Mark Wallace
3919 E. Parkway
Gatlinburg, TN 37738

Best Pest Control Service Agreement
P.O. Box 677546,
Orlando, FL 32867

Bradshaw Brothers Sublease
Agreement
P.O. Box 10867
Sedona, AZ 86336

Bunchie's Garage & Trucking N.V.
7 Richmond Drive, Cole Bay
St. Maarten, NETHERLAND
ANTILLES

Cahners Travel Group Advertising
Contract
1357 Kapiolani Boulevard
Suite 1015
Honolulu, HI 96814

Camelot International
25 Letchworth Road
Luton, Bedfordshire UNITED
KINGDOM

Canyon Portals Lease Agreement
C/O Al Spector, Esquire
6900 East Camelback Road
Suite 640
Scottsdale, AZ 85251

Charter Communications
P O Box 2265
Memphis, TN 38101-2265

CIT Group, The
P.O. Box 30002
Charlotte, NC 28230-0002

Concord Servicing Corporation
Attn: Frederick G. Pink
656 N. Scottsdale Rd., #G-1
Scottsdale, AZ 85253

Courtwell Management Lease
Agreement
P.O. Box 3012
Simpson Bay, St. Maarten,
NETHERLANDS ANTILLES

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2245 First Street, Suite 106
Simi Valley, CA 93065

Dan Danka Funding Corp/DBS
Funding LLC
Attn: Lisa Schmiedeskamp
18 Overcenter Drive
Moberly, MO 65270

Dexron Investments
4532 West Kennedy Blvd., 201
Tampa, FL 33609

Don Hopkins
PO Box 1069
Sedona, AZ 86336

Earnshaw Investors, Ltd. Lease
Agreement
Ilene Jensen, 200 Disney Lane
Sedona, AZ 86336

EVR Lake Tahoe
901 Ski Run Blvd
Lake Tahoe, CA 96150

Falcon Land Company, L.L.C.
C/O Samuel M. Woodruff
Murphy & Posner, 32 E. Camelback
Rd., Ste 3
Phoenix, AZ 85018

Felsot Lease Agreement
P.O. Box 2273
Sedona, AZ 86339

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1255 Wrights Lane
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Management Agreement
P.O. Box 330
Boones Mill, VA 24065

Fournos Restaurant
P O Box 3748
Sedona, AZ 86340

Gardening Angels Landscape
Maintenance Agreement
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Sedona, AZ 86336

GE Capital Equipment Lease
Agreement
416 South Jefferson
Springfield, MO 65806

Golf Holidays
10315 Rancho Bernardo Rd.

Golf Marketing
16446 E Tombstone

Grille At Shadow Rock
Double Tree Sedona
1000 E. Main St.

Hollywood Wax Museum
3030 W Hwy 76
Branson, MO 65616

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4780 N. Orange Blossom Trail
Orlando, FL 32810

Ingersoll/Bosse Insertion Agreement
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IOS Capital - EVR Lake Tahoe
1301 Corporate Boulevard
Reno, NV 89502

Lantex Builders Lease Agreement
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Sedona, AZ 86336

LaSalle Bank NA
C/O John Robert Weiss, Esquire
Katten Muchin Zavis Rosenman
525 W Monroe St
Chicago, IL 60661

Metro Communications Production
Agreement
424 Duke Of Gloucester Street
Williamsburg, VA 23185

Newcourt Communications Finance
Corp.
2 Gatehall Drive
Parsippany, NJ 07054

Oak Creek Factory Outlet Lease
Oak Creek Outlets, Ltd.,
100 East Pratt Street, 18th Floor
Baltimore, MD 21203

One Of One, Inc.
7456 Sunnyside View
Leesburg, FL 34748

Oracle Corporation
2502 Rocky Point Drive
Suite 600
Tampa, FL 33607

OUC Commercial Electric Service
Agreement
500 South Orange Avenue
Orlando, FL 32801

Phimaca N.V. D/B/A Hertz
#56 Airport Road
St. Maarten, NETHERLAND
ANTILLES

Pitney Bowes Lease Agreement
27 Waterview Drive
Shelton, CT 06484

Poipu Resort Partners, LP
Jowen Perius
1941 Poipu Road, Ste. 2A
Koloa, HI 96746

Solar Bear Corporation D/B/A
Cowboy Club
241 North Hwy 89a
Sedona, AZ 86336

Property Technologies, Ltd.
6501 Dickern Place
Richmond, VA 23230

Public Storage Rental Agreement
900 S. Kirkman Road
Orlando, FL 32811

Quality Inn Historic Contract
1402 Richmond Road
Williamsburg, VA 23187

Quality Pools - Pool Service Contract
85C Welfare Road
, St. Maarten NETHERLAND
ANTILLES

RE/MAX Of Texas Marketing
Products Agreement
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Resort Computer Corporation License
Agreement
12596 West Bayaud Avenue
Suite 200
Lakewood, CO 80228

Ridge Pointe - II Space Agreement
6262 Sunset Drive
Penthouse One
Miami, FL 33143

Roberts Creekside Café & Grill
251 Hwy 179 Suite 5B
Sedona, AZ 86336

Rollies Camera Shop Lease Agreement
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Sedona, AZ 86339

Schaller Construction
18124 Wedge Parkway #410
Reno, NV 98511

Scott Robins Construction Agreement
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Miami Beach, FL 33139

Sedona Centre Development Group
lease Agreement
P.O. Box 4106
Sedona, AZ 86340

Shell Antilles Supply Agreement
Cole Bay, St. Maarten
NETHERLAND ANTILLES

Shipwreck Shop Lease Agreement
PO Box 9 Windsor Rd
Philipsburg, St. Maarten
NETHERLAND ANTILLES

Sinagua Plaza Associates Lease
Agreement

Software Agreement/Microsoft
6100 Neil Road, Suite 210

Spinnaker Development Corp.
1494 State Highway 248
Sedona, AZ 86336

St. Maarten Island Territory
University Blvd
Philipsburg, ST. MAARTEN
NETHERLAND ANTILLES

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**MOTION TO ESTABLISH CURE AMOUNTS FOR CERTAIN EXECUTORY
CONTRACTS AND UNEXPIRED LEASES ASSUMED PURSUANT TO THE THIRD
AMENDED AND RESTATED JOINT PLAN OF REORGANIZATION OF
SUNTERRA CORPORATION AND AFFILIATED DEBTORS, AS AMENDED**

Sunterra Corporation, *et al.* (collectively, "Sunterra"), by their undersigned counsel, submit this Motion to Establish Cure Amounts for Certain Executory Contracts and Unexpired Leases Assumed Pursuant to the Confirmed Third Amended and Restated Joint Plan of Reorganization of Sunterra Corporation and Affiliated Debtors, As Amended (the "Motion"). In support of the Motion, Sunterra respectfully represents as follows:

Introduction

1. By this Motion, Sunterra seeks to establish the amounts necessary to cure defaults ("Cure Obligations") under certain executory contracts and unexpired leases assumed (collectively, the "Assumed Obligations") pursuant to the Third Amended and Restated Joint Plan of Reorganization of Sunterra Corporation and Affiliated Debtors, As Amended (as confirmed, the "Plan"). The Plan provides that all executory contracts and unexpired leases were rejected as of the Plan's Effective Date, as defined in the Plan, unless specifically assumed, either individually or by category, or set forth as an exclusion to the rejection provision in the Plan.

Jurisdiction

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue lies properly in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. The statutory predicates for the relief requested herein are Rule 6006(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and §§ 105 and 365 of title 11 of the United States Code, §§ 101, et seq. (the "Bankruptcy Code").

The Chapter 11 Reorganization Proceedings

4. On May 31, 2000, Sunterra Corporation and thirty-six of its affiliates each filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. On June 30, 2000, a 37th affiliate of Sunterra, Design International-RMI, Inc. ("Design"), and on November 1, 2000, a 38th affiliate of Sunterra, Resorts Development International, Inc. ("RDI"), filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The debtors continued in the possession of their respective properties and the management of their respective businesses as debtors in possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

5. On June 15, 2000, the United States Trustee appointed an official committee of unsecured creditors (the "Creditors' Committee") in these chapter 11 cases. No trustee or examiner was appointed in Sunterra's chapter 11 cases. At a hearing on June 20, 2002, the Court confirmed Sunterra's Plan, and the Effective Date of the Plan occurred on July 29, 2002.

Sunterra and Its Business Operations

6. As of the Petition Date, Sunterra Corporation owned or controlled, directly or indirectly, in excess of one hundred fifty subsidiaries and partnerships (the "Affiliates," and collectively with Sunterra Corporation, the "Company"). Thirty-eight (38) of the Affiliates, as well as Sunterra Corporation, were debtors and debtors in possession herein. The remaining

Affiliates continued to operate their respective businesses outside the protection of the Bankruptcy Code.

7. The Company is one of the world's largest vacation ownership (commonly known as "timeshares") companies, having numerous resort locations and owner families (collectively, the "Timeshare Holders") in North America, Europe, the Pacific and the Caribbean.¹

Relief Requested

8. Pursuant to Section 8.2 of the Plan, Sunterra must file a pleading advising parties to assumed executory contracts and unexpired leases of cure obligations owed by the debtors in the above-captioned cases pursuant to section 365 of the Bankruptcy Code. Sunterra intends to assume approximately 76 executory contracts and lease agreements pursuant to the Plan. A list containing a description of each of the Assumed Obligations, along with the corresponding Cure Obligation, is attached as **Exhibit A**.

9. Accordingly, Sunterra requests that this Court enter an order, pursuant to Bankruptcy Rule 6006 and 11 U.S.C. §§ 105 and 365, establishing the Cure Obligations for the Assumed Obligations.

Procedure for Establishing Cure Amounts

10. Sunterra has served by first class mail, this Motion on all known parties to the Assumed Obligations along with a notice of this Motion (the "Notice").

¹ The Company's operations consist of a number of businesses including, among others: (a) the marketing and sale to the public at the Company's resort locations and off-site sales centers of (i) vacation ownership interests, which entitle the purchaser to use a fully-furnished vacation residence, generally for a one-week period each year in perpetuity, which are known as "vacation intervals", and (ii) "vacation points", which may be redeemed for occupancy rights for varying lengths of stay at participating resort locations (collectively, the "Vacation Interests"); (b) the acquisition, development and operation of vacation ownership resorts; (c) the provision of collateralized consumer financing to individual purchasers for the purchase of Vacation Interests at the Company's resort locations and off-site sales centers; and (d) the provision of resort rental, management, maintenance and collection services for which the Company receives fees paid by the resorts' homeowners' associations. The sale of Vacation Interests generally include a deeded fee-simple interest in each particular unit.

11. The Notice states, among other things, that (i) Sunterra successfully reorganized and emerged from bankruptcy protection on July 29, 2002, (ii) Sunterra is assuming the contract or lease of each party receiving the Motion and Notice, (iii) in connection with the assumption, Sunterra is required to "cure" any defaults that may have existed before Sunterra emerged from bankruptcy, (iv) the Plan requires that Sunterra notify the recipient of any obligation Sunterra may have under the Assumed Obligation, (v) Sunterra must be notified of any objection to the Cure Obligation by a date that is 15 days from service of the Notice and Motion and such objection must be filed with the Bankruptcy Court within the same time period, and (vi) Sunterra intends to satisfy any obligations incurred after July 29, 2002, in the ordinary course of business.

Conclusion

WHEREFORE, Sunterra respectfully requests that the Court enter an order: (i) establishing the Cure Obligations as described in Exhibit A to this Motion; and (ii) granting related relief.

WHITEFORD, TAYLOR & PRESTON, L.L.P.


Stephen F. Fruin, Bar No. 08456
Cameron J. Macdonald, Bar No. 25362
Seven Saint Paul Street, Suite 1400
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(410) 347-8700

Co-Counsel for Sunterra Corporation *et al.*

CERTIFICATE OF SERVICE

I certify that on this 28th day of August, 2002, copies of the foregoing pleading and a proposed order were sent by overnight delivery, to all parties on the attached Service List. The pleadings as served upon the parties excluded a copy of the attached Service List in order to expedite copying and transmittal. Any party desiring a copy of the pleadings with the Service List attached may contact the undersigned counsel or may review the original documents at the Clerk's Office.



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Quality Pools - Pool Service Contract
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Products Agreement
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Agreement
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Sedona Centre Development Group
lease Agreement
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NETHERLAND ANTILLES

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Martin Galverz Ramos
6446 Highway 179, Suite 212
Sedona, AZ 96351

CH Pest Control
Marianne Estate #26
Cole Bay, St. Maarten
NETHERLAND ANTILLES

Exhibit 1

Sunterra Corporation
Assumed Executory Contracts

Contract Number	Entity	Main File Name	Cure Amount
805	RMI	Advanta Business Services	\$0
355	AKGI St. Maarten, N.V.	AKGI St. Maarten & Briella Lease Agreement	\$6,939
270	Sunterra Corporation	Alarmco Agreement	\$880
483	Sunterra Corporation	Americanada Wholesale Contract Agreement	\$0
802	Sunterra Corporation	Bankruptcy Services LLC Services Agreement	\$0
80	Sunterra Corporation	Bellsouth Mobility	\$39
164	Sunterra Corporation	Bent Creek Reciprocal Rights Agreement	\$0
558	Sunterra Corporation	Best Pest Control Service Agreement	\$0
414	RMI	Bradshaw Brothers SubLease Agreement	\$0
653	AKGI St. Maarten, N.V.	Bunchie's Garage & Trucking N.V.	\$0
495	AKGI St. Maarten, N.V.	C. H. Pest Control Contract	\$0
434	AKGI St. Maarten, N.V.	C.H. Pest Control Agreement	\$0
239	Sunterra Corporation	Cahners Travel Group Advertising Contract	\$0
813	Sunterra Resorts	Camelot International	\$0
814	Sunterra Resorts	Camelot International	\$0
409	RMI	Canyon Portals Amendment to Lease	\$0
199	All Season Resorts	Canyon Portals Lease Agreement	\$0
670	RMI, Inc.	Charter Communications	\$0
343	Sunterra Corporation	Charter Communications Entertainment and Bulk Rate Agreement for Cable	\$0
142	Sunterra Financial Services, Inc.	Concord Servicing Agreement	\$0
197	AKGI St. Maarten, N.V.	Courtwell Management Lease Agreement	\$5,923
644	Sunterra Resorts/Sedona Summit Resort	Creative Design Concepts	\$0

Sunterra Corporation
Assumed Executory Contracts

Contract Number	Entity	Main File Name	Cure Amount
273	Sunterra Financial Services, Inc.	Danka Equipment Maintenance Agreement	\$0
168	Sunterra Corporation	Dexron Investments	\$0
386	RMI	Don Hopkins Lease Modification Agreement	\$0
413	RMI	Earnshaw Investors, Ltd. Lease Agreement	\$0
671	Resort Marketing International, Inc.	EVR - Lake Tahoe Management Agreement	\$0
387	RMI	Falcon Land Company Lease Agreement	\$0
388	RMI	Felsot Lease Agreement	\$0
379	Sunterra Corporation	Fidelity Leasing Equipment Lease Agreement - 001-0012048-001 Corp.	\$0
279	Sunterra Corporation	Finova Servicing Agreement	\$0
133	Bent Creek Golf Village	Five Star Communications Management Agreement	\$0
421	All Seasons Realty, Inc.	Fournos Restaurant Voucher Agreement	\$742
393	Sunterra Corporation	Gardening Angels Landscape Maintenance Agreement	\$0
740	Sunterra Resorts	GE Capital Equipment Lease Agreement Contract No. 6875178-001	\$0
489	Sunterra Corporation	Golf Holidays International Advertising Agreement	\$2,898
218	Sunterra Corporation	Golf Market Agreement	\$0
193	AKGI St. Maarten, N.V.	Heytex Lease Agreement	\$0
679	Sunterra Corporation	IKON Office Solutions - Copy Care Contract EVR Lake Tahoe	\$6,402
391	RMI	Ingersoll/Boisse Associates Agreement	\$0
680	Sunterra Corporation (Harich Tahoe Development)	IOS Capital - EVR Lake Tahoe	\$0
38	Sunterra Corporation	K.K. Sunterra Japan Inventory	\$0

Sunterra Corporation
Assumed Executory Contracts

Contract Number	Entity	Main File Name	Cure Amount
		Rental/License Agreement	
416	RMI	Lantex Builders Lease Agreement	\$0
870	Sunterra Corporation	LaSalle Bank National Association, Sunterra Finance, LLC, and Signature Resorts, Inc. Indenture dated 5/1/98	\$0
871	Sunterra Corporation	LaSalle Bank National Association, TerraSun, LLC, and Sunterra Financial Services, Inc. Indenture dated 3/31/99	\$0
872	Sunterra Corporation	LaSalle Bank National Association, Dutch Elm, LLC and Sunterra Financial Services, Inc. Indenture dated 12/1/99	\$0
336	Sunterra Corporation	Lucent - Newcourt Communications Master Equipment Lease Agreement	\$0
418	RMI	Maria's Restaurant Voucher Agreement	\$0
354	Sunterra Corporation	Metro Communications Production Agreement	\$0
320	Sunterra Corporation	Morgan, the Dukes Lease Agreement - 2 nd modification	\$0
206	Sunterra Corporation	Network 21 Phone Agreement	\$0
411	RMI	Oak Creek Factory Outlet Lease	\$0
579	Sunterra Resorts	One of One, Inc.	\$0
69	Sunterra Corporation	OUC Commercial Electric Service Agreement	\$0
655	AKGI St. Maarten, N.V.	Phimaca N.V. d/b/a Hertz	\$0
395	RMI	Pitney Bowes Equipment Lease	\$0
350	Sunterra Corporation	Pitney Bowes Lease Agreement	\$0
691	Sunterra Corporation	Property Technologies, LTD	\$0
52	Sunterra Corporation	Public Storage Rental Agreement	\$0
448	RMI	Quality Inn Historic Contract	\$0
654	AKGI St. Maarten, N.V.	Quality Pools - Pool Service Contract	\$0
332	Sunterra Corporation	RE/MAX Exclusive Buyer Agency Agreement	\$0

Sunterra Corporation
Assumed Executory Contracts

Contract Number	Entity	Main File Name	Cure Amount
673	The Ridge Pointe Resort	Ridge Pointe – II Space Agreement	\$7,820
424	RMI	Roberts Creekside Voucher Agreement	\$2,316
389	RMI	Rollies Camera Shop Lease Agreement	\$0
262	Sunterra Corporation	RSI – Master Service Agreement	\$0
645	Sunterra Resorts/Sedona Summit	Schaller Construction	\$0
499	Sunterra Corporation	Scott Robins Construction Agreement	\$0
204	Sunterra Corporation	Seaside Vending Agreement	\$0
412	RMI	Sedona Centre Development Group Lease Agreement	\$0
15	RMI	Sedona Centre Lease Agreement Modification	\$0
436	AKGI St. Maarten, N.V.	Shell Antilles Supply Agreement	\$0
194	AKGI St. Maarten, N.V.	Ship Wreck Club Lease Agreement	\$0
198	AKGI St. Maarten, N.V.	Shipwreck Shop Lease Agreement	\$0
415	RMI	Sinagua Plaza Associates Lease Agreement	\$0
751	Sunterra Corporation	Software Agreement/Microsoft	\$0
796	RMI, Inc./First American Tour & Travel	Spinnaker Development Corp.	\$0
873	AKGI-St. Maarten	St. Maarten Island Territory Ground Lease (Royal Palm)	\$0
716	AKGI-St. Maarten (Flamingo & Royal Palm)	St. Maarten Telephone Company	\$0
840	Sunterra Corporation	St. Maarten Timeshare Owners	\$0
417	RMI	The Cowboy Club Voucher Agreement	\$0
422	RMI	The Grille At Shadow Rock Voucher Agreement	\$0
423	All Seasons Realty, Inc.	The Marketplace Café Voucher Agreement	\$0
183	RMI	Torsion, Inc. Lease Agreement	\$0
292	Sunterra Corporation	Transamerica Master Lease Agreement	\$0

Sunterra Corporation
Assumed Executory Contracts

Contract Number	Entity	Main File Name	Cure Amount
874	All Seasons Resorts, Inc. (AZ)	Villas at Poco Diablo Ground Leases	\$0
756	Resort Marketing International, Inc.	Villa at Poco Diablo Owners' Association	\$0
750	Resort Marketing International, Inc.	Villas of Sedona Owners' Association	\$0

848	Sunterra Corporation	Concord Servicing Corporation Subservicing Agreement – 1998-A	\$0
852	Sunterra Financial Services	Concord Servicing Corporation Subservicing Agreement – 1999-A	\$0
855	Sunterra Financial Services	Concord Servicing Corporation Subservicing Agreement – 1999-B	\$0
866	Sunterra Corporation	Concord Servicing Corporation Subservicing Agreement – Blue Bison Facility	\$0
847	Sunterra Corporation	LaSalle National Bank 1998-A Servicing Agreement	\$0
850	Sunterra Financial Services	LaSalle National Bank 1999-A Servicing Agreement	\$0
853	Sunterra Financial Services	LaSalle National Bank 1999-B Servicing Agreement	\$0
863	Sunterra Corporation	LaSalle, AKGI Saint Marten and Signature Resorts Custody Agreement	\$0
862	Sunterra Corporation	LaSalle, B of A and Sunterra Custody Agreement	\$0
858	Harich Tahoe Developments	LaSalle, Nations Bank and Harich Tahoe Developments Custody Agreement	\$0
860	Sunterra Corporation	LaSalle, UBOC and Sunterra Custody Agreement	\$0
846	Sunterra Corporation	Oracle Software License & Service Agreement	\$0
859	Sunterra Corporation	UBOC, International Escrow and Schreeder Wheeler & Flint Custody and Escrow Agreement	\$0
110	Sunterra Corporation	BellSouth Telecommunications	\$0
296	RMI	Hollywood Wax Museum Lease Agreement	\$0

Sunterra Corporation
Assumed Executory Contracts

457	Sunterra Corporation	Resort Computer Corporation License Agreement	\$0
868	Sunterra Corporation	Poipu Resort Partners, LP Partnership Agreement	\$0
869	Sunterra Corporation	CIT Communications Finance Corporation	\$0

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re:

SUNTERRA CORPORATION, et al., * Case Nos. 00-5-6931-JS through
Debtors. * 00-5-6967-JS, 00-5-8313-JS, and
* 00-6-3718-JS
* (Chapter 11)
* (Jointly Administered
* under Case No. 00-5-6931-JS)

**ORDER APPROVING MOTION TO ESTABLISH CURE AMOUNTS FOR CERTAIN
EXECUTORY CONTRACTS AND UNEXPIRED LEASES ASSUMED PURSUANT TO
THE THIRD AMENDED AND RESTATED JOINT PLAN OF REORGANIZATION OF
SUNTERRA CORPORATION AND AFFILIATED DEBTORS, AS AMENDED**

Upon the motion (the "Motion") of Sunterra Corporation, *et al.* (collectively, "Sunterra"), for entry of an order establishing cure amounts for certain assumed executory contracts and unexpired leases; and due and adequate notice of the Motion having been provided; and after due deliberation, and sufficient cause appearing for granting the relief requested in the Motion, and for the reasons stated therein; it is this _____ day of September, 2002, by the United States Bankruptcy Court for the District of Maryland,

ORDERED, that the Motion is granted; and it is further
= ORDERED, that the capitalized terms not defined herein shall have the meaning
ascribed to them in the Motion;

ORDERED, the Cure Amounts as set forth in Exhibit 1 to the Motion, and also attached to this Order as **Exhibit 1**, comprise the obligations necessary for Sunterra to cure all defaults under the Assumed Obligations pursuant to section 365 of the Bankruptcy Code.

Exhibit 1

Sunterra Corporation
Assumed Executory Contracts

Contract Number	Entity	Main File Name	Cure Amount
805	RMI	Advanta Business Services	\$0
355	AKGI St. Maarten, N.V.	AKGI St. Maarten & Briella Lease Agreement	\$6,939
270	Sunterra Corporation	Alarmco Agreement	\$880
483	Sunterra Corporation	Americanada Wholesale Contract Agreement	\$0
802	Sunterra Corporation	Bankruptcy Services LLC Services Agreement	\$0
80	Sunterra Corporation	Bellsouth Mobility	\$39
164	Sunterra Corporation	Bent Creek Reciprocal Rights Agreement	\$0
558	Sunterra Corporation	Best Pest Control Service Agreement	\$0
414	RMI	Bradshaw Brothers SubLease Agreement	\$0
653	AKGI St. Maarten, N.V.	Bunchie's Garage & Trucking N.V.	\$0
495	AKGI St. Maarten, N.V.	C. H. Pest Control Contract	\$0
434	AKGI St. Maarten, N.V.	C.H. Pest Control Agreement	\$0
239	Sunterra Corporation	Calmers Travel Group Advertising Contract	\$0
813	Sunterra Resorts	Camelot International	\$0
814	Sunterra Resorts	Camelot International	\$0
409	RMI	Canyon Portals Amendment to Lease	\$0
199	All Season Resorts	Canyon Portals Lease Agreement	\$0
670	RMI, Inc.	Charter Communications	\$0
343	Sunterra Corporation	Charter Communications Entertainment and Bulk Rate Agreement for Cable	\$0
142	Sunterra Financial Services, Inc.	Concord Servicing Agreement	\$0
197	AKGI St. Maarten, N.V.	Courtwell Management Lease Agreement	\$5,923
644	Sunterra Resorts/Sedona Summit Resort	Creative Design Concepts	\$0

Sunterra Corporation
Assumed Executory Contracts

Contract Number	Entity	Main File Name	Cure Amount
273	Sunterra Financial Services, Inc.	Danka Equipment Maintenance Agreement	\$0
168	Sunterra Corporation	Dexron Investments	\$0
386	RMI	Don Hopkins Lease Modification Agreement	\$0
413	RMI	Earnshaw Investors, Ltd. Lease Agreement	\$0
671	Resort Marketing International, Inc.	EVR - Lake Tahoe Management Agreement	\$0
387	RMI	Falcon Land Company Lease Agreement	\$0
388	RMI	Felsot Lease Agreement	\$0
379	Sunterra Corporation	Fidelity Leasing Equipment Lease Agreement - 001-0012048-001 Corp.	\$0
279	Sunterra Corporation	Finova Servicing Agreement	\$0
133	Bent Creek Golf Village	Five Star Communications Management Agreement	\$0
421	All Seasons Realty, Inc.	Fournos Restaurant Voucher Agreement	\$742
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354	Sunterra Corporation	Metro Communications Production Agreement	\$0
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cc: Paul M. Nussbaum, Esquire
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U. S. Trustee
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